



This is the 5th Affidavit of Tim Swendseid
in this case and was made on October 21, 2024

NO. S- 245121
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF *THE BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, C. 57, AS AMENDED

AND

IN THE MATTER OF ELEVATION GOLD MINING CORPORATION,
ECLIPSE GOLD MINING CORPORATION, GOLDEN VERTEX CORP.,
and GOLDEN VERTEX (IDAHO) CORP.

AFFIDAVIT

I, Tim Swendseid, of 15889 W. 62nd Pl., in the City of Arvada, in the State of Colorado, United States of America, SWEAR THAT:

1. I am the Chief Executive Officer and a Director of the Petitioner, Elevation Gold Mining Corporation ("**Elevation Gold**"), and as such have personal knowledge of the facts and matters hereinafter deposed to, save and except where the same are stated to be made upon information and belief, in which case the source of information is disclosed and I verily believe the same to be true.
2. I am also the sole director and an officer of each of Eclipse Gold Mining Corporation, Golden Vertex Corp. ("**Golden Vertex**"), and Golden Vertex (Idaho) Corp. ("**Golden Vertex Idaho**"). By virtue of my positions with these Petitioners, I have personal knowledge of the facts and matters deposed to herein with respect to these entities.
3. Capitalized terms used herein and not otherwise defined have the meaning given to them in my 1st Affidavit sworn on July 29, 2024 (the "**First Affidavit**"), my 2nd Affidavit, sworn August 8, 2024 (the "**Second Affidavit**"), or my 3rd Affidavit, sworn September 19, 2024 (the "**Third Affidavit**"), as applicable.

A. Overview

4. This Affidavit is made in support of an application by the Petitioners for an Order (the "Stay Extension Order") under the *Companies' Creditors Arrangement Act*, R.S.C 1985, c. C-36, as amended (the "CCAA") extending the Stay Period, as that term is defined in paragraph 16 of the Amended and Restated Initial Order pronounced on August 12, 2024 (the "ARIO"), from November 1, 2024 up until and including January 31, 2025 (the "Stay Extension").
5. This Affidavit describes the activities of the Petitioners since the date of the ARIO, and specifically provides updates on the following matters:
 - (a) the progress and status of the Sale and Investment Solicitation Process (the "SISP") approved pursuant an Order granted by this Court on August 12, 2024 (the "SISP Order");
 - (b) the Petitioners' operations; and
 - (c) issues associated with the determination of the nature of various agreements relating to certain mineral claims comprising the Moss Mine.

B. Status of Recognition of the Interim Financing and KERP Order

6. On September 26, 2024, this Court granted an order in favour of the Petitioners (the "Interim Financing and KERP Order"), which, among other things:
 - (a) authorized Elevation Gold, Golden Vertex and Golden Idaho to obtain and borrow funds under a credit facility from the Interim Lender, KIA II LLC (the "Interim Lending Facility") and granted a priority charge to secure the Interim Lending Facility against the Petitioners' Property;
 - (b) approved a key employee retention plan (the "KERP"), authorized the Petitioners to enter into the KERP with the Key Employees, and granted a priority charge to secure the Petitioners' obligations under the KERP against their Property; and
 - (c) removed Alceme and Hercules as petitioners in these proceedings as a result of an immaterial sale transaction for the business and assets of Hercules.
7. On or around October 2, 2024, the Petitioners brought a motion in the US Court for recognition and enforcement of the Interim Financing and KERP Order, which is scheduled to be heard on October 29, 2024.

C. Status of the SISP

8. The Petitioners commenced the SISP with the assistance of the Sales Agent, INFOR Financial Group Inc. ("INFOR"), immediately after this Court granted the SISP Order on August 12, 2024. As set out in the Second Affidavit, the SISP is divided into two phases, each with various interim steps and associated deadlines, as follows:

PHASE	STEPS	TARGET DATES
Phase 1	SISP to commence	August 12, 2024
	LOI Deadline	September 13, 2024
Phase 2	Final Bid Process Commences	September 19, 2024
	Final Bid Deadline	October 18, 2024
	Determination of Successful Bidder	October 25, 2024

9. Over the course of Phase 1 of the SISP and the initial stage of Phase 2 of the SISP, the Petitioners worked with their legal counsel and the Monitor to formulate a template asset purchase agreement to be used in the context of any Final Asset Bids made in the SISP.
10. As at the LOI Deadline, the Petitioners had received multiple letters of intent from interested parties. The Petitioners and Sales Agent, in consultation with the Monitor, undertook a thorough review of each bid and held discussions with each Potential Bidder to ensure that it had a genuine interest in consummating a transaction and had the financial, managerial and technical capabilities to consummate a transaction within the timelines set out in the SISP.
11. Through this review and discussion process, the Petitioners and Sales Agent determined that the Potential Bidders should be confirmed as Qualified Bidders under the SISP. Since that time, the Petitioners and Sales Agent, in consultation with the Monitor, have assisted the Qualified Bidders in Phase 2 of the SISP the Final Bid Process in determining whether to submit Final Bids, and on the terms of those Final Bids.
12. On October 4, 2024, INFOR advised the Petitioners that a new party, not previously involved in the SISP, wished to take part in the process. INFOR confirmed to the Petitioners that it believed the new interested party had a genuine interest in making a bid, and would be able consummate a bid. The Monitor confirmed to the Petitioners that both the Monitor and Triple Flag supported the entry of the additional bidder into the SISP. On that basis, the new party executed a confidentiality agreement (which is a requirement to be a Qualified Bidder) on October 4, 2024 and was admitted into the SISP as a Qualified Bidder.
13. Also after the LOI Deadline had passed, another new party not previously interested in the SISP contacted the Monitor to indicate its interest in participating in the SISP. INFOR again confirmed to the Petitioners its belief that the new party had a bona fide interest in making, and would be able to consummate, a bid, and the entry of this new interested party into the SISP was supported by the Monitor and Triple Flag. This new party executed a confidentiality agreement on October 8, 2024, and was also admitted into the SISP as a Qualified Bidder.
14. Following the LOI Deadline, the Petitioners' senior management team, with the assistance of and in consultation with the Sales Agent, the Monitor, and the Petitioners' legal counsel, engaged with the Qualified Bidders to assist the Qualified Bidders with their continued due diligence, including discussing terms of any potential Final Bids.

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15. The Final Bid Deadline ~~is~~ on October 18, 2024. Upon receipt of any Final Bids, the Petitioners, in consultation with the Monitor and with the assistance of the Sales Agent, will review the offers with the objective of determining the Winning Bid. If the Petitioners select a Winning Bid, the Petitioners intend to negotiate and enter into a Final Agreement with the Successful Bidder.
 16. In the event the Petitioners enter into a Final Agreement, the Petitioners have reserved time before this Court at 2:00 pm on November 22, 2024 for an application seeking Court approval of the transaction contemplated by the Final Agreement and all related relief required to consummate the transaction contemplated by that Final Agreement. The closing date for the proposed transaction is contemplated by the SISP to be no later than December 31, 2024, although this date may be further extended pursuant to the terms of the SISP.

D. Operational and Other Activities

17. The Petitioners have continued the operation of beneficiation facilities in order to produce gold and silver from the ore held on the leach pads at the Moss Mine. As noted in my Third Affidavit, this includes work associated with reshaping the leach pad to improve the recovery of minerals and prepare for eventual reclamation, crushing and placing stockpiled ore on the leach pad to recover additional gold and silver, and maintaining the mine access road for safety and dust control purposes.
18. As part of the continued operation of the beneficiation facilities, the Petitioners have also been actively working with the State of Arizona's Department of Environmental Quality to maintain all applicable permits associated with the Moss Mine, and keep the mine in good working order.
19. In addition to the foregoing, the Petitioners have undertaken the following activities during the Stay Period:
 - (a) communicated with relevant employees regarding the KERP and managed other human resources issues, including starting the process to hire a new mine manager due to the current mine manager resigning;
 - (b) prepared weekly cash flow forecasts and reporting for the Monitor's review;
 - (c) continued to manage and maintain positive relationships with their major vendors and key stakeholders;
 - (d) engaged with their primary senior secured creditor, Maverix, to provide updates on, among other things, the SISP; and
 - (e) as described in more detail below, worked with their legal counsel and the Monitor to prepare motions before the U.S. Court seeking the determination of the nature and effect of various agreements in respect of the mineral claims comprising the Moss Mine.

E. Management of Purported Royalties

20. As set out in the First Affidavit, certain claims comprising the Moss Mine are subject to agreements that impose specific payment obligations associated with production from those claims, including:
- (a) a letter agreement between Golden Vertex and Nomad Royalty Company Limited (“**Nomad**”), which provides for a net smelter return (“**NSR**”) royalty ranging between 0.5% and 3.0% depending on the attributes of the relevant claims (the “**Nomad Agreement**”);
 - (b) a finder’s fee agreement between Golden Vertex and Hartmut W. Baitis, Robert B. Hawkins and Larry L. Lackey (collectively, “**BHL**”) providing for a sliding fee scale based on production (the “**Finders Fee Agreement**”); and
 - (c) an agreement with Patriot Gold Corp. (“**Patriot Gold**”), providing for a 3% NSR on gold and silver production from certain patented and unpatented claims (the “**Patriot Agreement**”).
21. The Petitioners are of the view that the burdens created by the Nomad Agreement, the Finders Fee Agreement and the Patriot Agreement (the “**Payment Obligation Agreements**”) are interests in personal property, not interests in real property, such that the claims comprising the Moss Mine can be sold free and clear of these agreements and the payment obligations created by them. Patriot Gold and Nomad have advised the Petitioners of their position that the payment obligations established by their agreements with Golden Vertex are interests in real property.
22. Based on my discussions with the various Qualified Bidders, I believe that the determination of the nature of the interest created by each of the Payment Obligation Agreements is critical to the completion of a transaction in the SISF. The Qualified Bidders need to know the extent of any obligations, if any, against the Moss Mine, as this affects the value that Qualified Bidders are prepared to offer to purchase the claims.
23. Given the importance of this issue the Petitioners have instructed their U.S. legal counsel to file motions before the US Court to determine the nature of the obligations created by the Payment Obligation Agreements. Accordingly, on October 14, 2024, the Petitioners’ U.S. legal counsel filed three motions seeking the required determination, together with a motion to expedite the hearing of the said motions, in order to attempt to resolve these issues, with the objective of determining the nature of these agreements in advance of the Petitioners’ application for approval of any Final Agreement concluded under the SISF.
24. On October 15, 2024, Patriot Gold filed an objection to the motion to expedite the hearing of the motions to determine the nature of the burdens created by the Payment Obligation Agreements. The Petitioners intend to file a reply to Patriot Gold’s objection.

F. Stay Extension

25. The Petitioners are asking this Court to approve an extension of the Stay Period from November 1, 2024 through to January 31, 2025 (the “**Stay Extension**”).

- 26. The Petitioners restructuring efforts to date have benefitted from the breathing room provided by this Court's granting of a stay of proceedings. The Stay Extension is critical to the successful conclusion of these proceedings. Given the status of the SISP and the intended timeline for negotiating and closing a transaction arising from the SISP, the Petitioners continue to require a stay of proceedings and the other protections afforded by this Court's orders.
- 27. The requested Stay Extension will afford the Petitioners the opportunity to continue advancing the SISP, including taking the necessary steps towards negotiating, obtaining court approval of, and, if approved, closing, a transaction pursuant to a Final Agreement concluded under the SISP.
- 28. The Petitioners have prepared an updated cash flow, in consultation with the Monitor, and it is expected that the Petitioners will have sufficient available cash through the proposed Stay Extension period. A copy of the updated cash flow will be appended to the Monitor's report, which the Monitor will file in respect of the Petitioners' application for the Stay Extension Order.
- 29. I believe that the Petitioners have been acting in good faith and with due diligence in these proceedings and that the Stay Extension is in its best interest and the best interest of the Petitioners stakeholders. I understand that the Monitor, Maverix, and the Interim Lender support the Stay Extension.

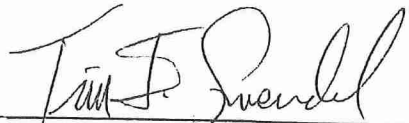
G. Conclusion

- 30. I swear this Affidavit in support of the Petitioners' application for the Stay Extension Order and for no other or improper purpose.
- 31. I acknowledge the solemnity of making a sworn statement/solemn declaration and acknowledge the consequences of making an untrue statement.
- 32. I was not physically present before the person before whom this affidavit was sworn or affirmed but was in that person's presence using video conferencing.

SWORN BEFORE ME at the City of Calgary in)
 the Province of Alberta, Canada, this 21st day)
 of October, 2024.)



 A Commissioner for taking Affidavits for British)
 Columbia)



 TIM SWENDSEID

Alexis Teasdale
 Barrister and Solicitor

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5th AFFIDAVIT OF
TIM SWENDSEID



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